

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Texas

(State)

Case number (if known): _____ Chapter 7

Check if this is an amended filing

Official Form 205

Involuntary Petition Against a Non-Individual

12/15

Use this form to begin a bankruptcy case against a non-individual you allege to be a debtor subject to an involuntary case. If you want to begin a case against an individual, use the *Involuntary Petition Against an Individual* (Official Form 105). Be as complete and accurate as possible. If more space is needed, attach any additional sheets to this form. On the top of any additional pages, write debtor's name and case number (if known).

Part 1: Identify the Chapter of the Bankruptcy Code Under Which Petition Is Filed

1. Chapter of the Bankruptcy Code

Check one:

- Chapter 7
 Chapter 11

Part 2: Identify the Debtor

2. Debtor's name

Overwatch Technologies, Inc.

3. Other names you know the debtor has used in the last 8 years

Overwatch Digital Health, Inc.

SAE Digital Health, Inc.

Include any assumed names, trade names, or doing business as names.

4. Debtor's federal Employer Identification Number (EIN)

Unknown

EIN _____

5. Debtor's address

Principal place of business

17440 Dallas Parkway STE 230

Number Street

Dallas

City

TX

State

75287

ZIP Code

Collin County

County

Mailing address, if different

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

Debtor Overwatch Technologies, Inc. Name _____ Case number (if known) _____

6. Debtor's website (URL)	<u>overwatchdh.com</u>		
7. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other type of debtor. Specify: _____		
8. Type of debtor's business	<i>Check one:</i> <input type="checkbox"/> Health Care Business (as defined in 11 U.S.C. § 101(27A)) <input type="checkbox"/> Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) <input type="checkbox"/> Railroad (as defined in 11 U.S.C. § 101(44)) <input type="checkbox"/> Stockbroker (as defined in 11 U.S.C. § 101(53A)) <input type="checkbox"/> Commodity Broker (as defined in 11 U.S.C. § 101(6)) <input type="checkbox"/> Clearing Bank (as defined in 11 U.S.C. § 781(3)) <input checked="" type="checkbox"/> None of the types of business listed. <input type="checkbox"/> Unknown type of business.		
9. To the best of your knowledge, are any bankruptcy cases pending by or against any partner or affiliate of this debtor?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Debtor _____ Relationship _____ District _____ Date filed _____ MM / DD / YYYY Case number, if known _____ Debtor _____ Relationship _____ District _____ Date filed _____ MM / DD / YYYY Case number, if known _____		
Part 3: Report About the Case			
10. Venue	<i>Check one:</i> <input checked="" type="checkbox"/> Over the last 180 days before the filing of this bankruptcy, the debtor had a domicile, principal place of business, or principal assets in this district longer than in any other district. <input type="checkbox"/> A bankruptcy case concerning debtor's affiliates, general partner, or partnership is pending in this district.		
11. Allegations	<p>Each petitioner is eligible to file this petition under 11 U.S.C. § 303(b). The debtor may be the subject of an involuntary case under 11 U.S.C. § 303(a).</p> <p><i>At least one box must be checked:</i></p> <p><input checked="" type="checkbox"/> The debtor is generally not paying its debts as they become due, unless they are the subject of a bona fide dispute as to liability or amount. <input type="checkbox"/> Within 120 days before the filing of this petition, a custodian, other than a trustee, receiver, or an agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.</p>		
12. Has there been a transfer of any claim against the debtor by or to any petitioner?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Attach all documents that evidence the transfer and any statements required under Bankruptcy Rule 1003(a).		

Debtor

Overwatch Technologies, Inc.

Name

Case number (if known) _____

13. Each petitioner's claim	Name of petitioner	Nature of petitioner's claim	Amount of the claim above the value of any lien
	Colepin Pty Limited ATF Barrett and Sons Trading Co Super Fund	Sec. & Unsec. Notes (Exs. A & B)	\$ 400,000.00*
	Moscco Capital, Inc.	Unsec. Note (Ex. C)	\$ 300,000.00*
	Gary Snow	Sec. Note (Ex. D)	\$ Unknown
Total of petitioners' claims			\$ 700,000.00*

*Plus accrued interest

If more space is needed to list petitioners, attach additional sheets. Write the alleged debtor's name and the case number, if known, at the top of each sheet. Following the format of this form, set out the information required in Parts 3 and 4 of the form for each additional petitioning creditor, the petitioner's claim, the petitioner's representative, and the petitioner's attorney. Include the statement under penalty of perjury set out in Part 4 of the form, followed by each additional petitioner's (or representative's) signature, along with the signature of the petitioner's attorney.

Part 4: Request for Relief

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Petitioners request that an order for relief be entered against the debtor under the chapter of 11 U.S.C. specified in this petition. If a petitioning creditor is a corporation, attach the corporate ownership statement required by Bankruptcy Rule 1010(b). If any petitioner is a foreign representative appointed in a foreign proceeding, attach a certified copy of the order of the court granting recognition.

I have examined the information in this document and have a reasonable belief that the information is true and correct.

Petitioners or Petitioners' Representative
Name and mailing address of petitioner

Colepin Pty Limited ATF Barrett and Sons Trading Co Super Fund

Name _____

c/o Quantum Partners Level 1, 95-97 Grafton St

Number Street _____

Bondi Junction, NSW, 2022 Australia

City _____ State _____ ZIP Code _____

Name and mailing address of petitioner's representative, if any

Clive Barrett

Name _____

c/o Quantum Partners Level 1, 95-97 Grafton Street

Number Street _____

Bondi Junction, NSW, 2022 Australia

City _____ State _____ ZIP Code _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/22/2021(GMT+11)
MM / DD / YYYY

/s/Clive Barrett

Signature of petitioner or representative, including representative's title

Attorneys

Robert J. Shannon

Printed name _____

Parkins Lee & Rubio LLP

Firm name, if any _____

700 Milam Street, Suite 1300

Number Street _____

Houston _____ TX _____ 77002

City _____ State _____ ZIP Code _____

Contact phone _____ Email rshannon@parkinslee.comBar number 24108062State Texas

/s/Robert J. Shannon

Signature of attorney _____

Date signed 10/25/2021

MM / DD / YYYY

Debtor

Overwatch Technologies, Inc.
Name

Case number (if known) _____

Name and mailing address of petitioner

Moscco Capital, Inc.

Name

33 Charles Street East, Suite 3604

Number Street

Toronto, Ontario, M4Y 0A2, Canada

City

State

ZIP Code

Name and mailing address of petitioner's representative, if any

Wayne Abramsohn

Name

c/o Moscco Capital, Inc., 33 Charles Street East, Suite 3604

Number Street

Toronto, Ontario, M4Y 0A2, Canada

City

State

ZIP Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/22/2021 (GMT-4)

MM / DD / YYYY

/S/Wayne Abramsohn

Signature of petitioner or representative, including representative's title

Name and mailing address of petitioner

Gary Snow

Name

836 Penkivil Street

Number Street

Bondi, NSW 2026, AUS

City

State

ZIP Code

Name and mailing address of petitioner's representative, if any

Name

Number Street

City

State

ZIP Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/22/2021 (GMT+11)

MM / DD / YYYY

/s/Gary Snow

Signature of petitioner or representative, including representative's title

Robert J. Shannon

Printed name

Parkins Lee & Rubio LLP

Firm name, if any

700 Milam Street, Suite 1300

Number Street

Houston

TX

77002

City

State

ZIP Code

Contact phone 713-715-1660

Email rshannon@parkinslee.com

Bar number 24108062

State Texas

/s/Robert J. Shannon

Signature of attorney

Date signed 10/25/2021

MM / DD / YYYY

Robert J. Shannon

Printed name

Parkins Lee & Rubio LLP

Firm name, if any

700 Milam Street, Suite 1300

Number Street

Houston

TX

77002

City

State

ZIP Code

Contact phone 713-715-1660

Email rshannon@parkinslee.com

Bar number 24108062

State Texas

/s/Robert J. Shannon

Signature of attorney

Date signed 10/25/2021

MM / DD / YYYY

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re: _____)
OVERWATCH DIGITAL HEALTH, INC.) Chapter 7
Alleged Debtor.) Case No. _____
) Involuntary
)

**SIGNED STATEMENT REGARDING TRANSFERS PURSUANT TO
RULE 1003(A) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
FOR COLEPIN ATF BARRETT AND SONS TRADING CO SUPER FUND**

On January 22, 2021, petitioning creditor Colepin ATF Barrett and Sons Trading Co Super Fund (“Colepin”) transferred secured notes with a face value of \$450,000 (the “Transferred Notes”) to BioEye Ltd. (“BioEye”). The Transferred Notes do not form the basis for to Colepin’s unsecured claim against the Alleged Debtor, which claim is based on separate unsecured notes issued by the Alleged Debtor, and BioEye is not a petitioning creditor in this case. The Transferred Claim was not transferred for the purpose of commencing this case.

The information required by Bankruptcy Rule 1003(a) is as follows:

<i>Documents Evincing Transfer</i>	Attached as <u>Exhibit 1</u> hereto.
<i>Consideration for Transfer</i>	Colepin is an equity owner in BioEye. The transfer was effectuated so that BioEye could offset certain unsecured obligations that BioEye owed to the Alleged Debtor, thereby increasing the value of Colepin’s equity in BioEye.
<i>Terms of the Transfer</i>	As more fully reflected in Exhibit 1 hereto, the transfer was unconditional between Colepin and BioEye.

[Remainder of Page Intentionally Left Blank]

Dated: October _____, 2021


[C Barrett \(Oct 22, 2021 10:59 GMT+11\)](#)

Clive Barrett
Authorized Representative of Colepin ATF Barrett
and Sons Trading Co Super Fund

EXHIBIT 1 TO COLEPIN STATEMENT REGARDING TRANSFERS

Transfer and Assignment of Certain Notes from Colepin to BioEye

January 22, 2021

To:

Overwatch Digital Health, Inc.

TRANSFER AND ASSIGNMENT OF PROMISSORY NOTE INSTRUMENT

Reference is made to that certain Convertible Note Deed executed by Overwatch Digital Health, Inc. (the “**Company**”) and Colepin ATF Barrett and Sons Trading Co Super Fund (the “**Investor**”), dated February 15, 2019 (the “**Agreement**”), and that Promissory Note issued by the Company to the Investor of even date, in the amount of US\$500,000 (the “**Note**”).

We wish to notify you that in accordance with the terms and conditions of Section 3.6 to the Agreement, and except as set forth herein, we hereby assign and transfer the Agreement, and the Note and all rights thereunder, with respect to an amount of US\$450,000 (the “**Transferred Amount**”) with full power of substitution to Bio-Eye Ltd. (the “**Transferee**”) of 8 Hatsedef St, POB 277, Hofit 4029500, Israel, as if the Agreement and the Note were executed by the Transferee. The remaining Notes under the Agreement, in the aggregate amount of \$50,000, shall continue to be maintained by the Investor according to their terms.

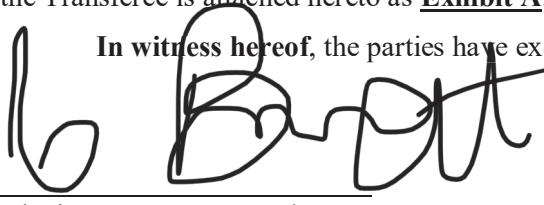
Notwithstanding the foregoing, payment of any interest accrued on account of the Purchase Price until the payment date, including, without limitation, on the Transferred Amount, shall be made according to the terms of the Agreement and the Note but the Company is instructed to make such interest payment to the Investor directly and not to the Transferee. It is clarified that repayment of the Transferred Amount itself shall be made directly to the Transferee according to wiring details to be provided by the Transferee.

In light of this transfer, any security provided by the Company under the Agreement and/or the Note to ensure Company’s compliance shall be deemed to include the Transferee with respect to Company’s obligations with respect thereto.

This letter and/or the transfer contemplated hereunder does not excuse, waive, modify or delay any of their respective rights and obligations of the Company under the terms and conditions of the Agreement and/or the Note.

In accordance with the terms and conditions of the Agreement, an Accession Deed executed by the Transferee is attached hereto as **Exhibit A**.

In witness hereof, the parties have executed this instrument of transfer,


Colepin ATF Barrett and Sons
Trading Co Super Fund

By: _____


BioEye Ltd.

By: Eran Ferri, CEO

ACCESSION DEED

January 22, 2021

To: **Overwatch Digital Health, Inc.** (the “Company”)

From: **BioEye Ltd.**, a company registered in Israel, of 8 Hatsedef St, POB 277, Hofit 4029500, Israel.

Dear Sirs,

1. We refer to the Convertible Note Deed dated February 15, 2019 (the “**Deed**”), of which we confirm we have received a copy and the transfer instrument to which this Deed is attached to. This Deed will take effect as an Accession Deed for the purposes of the Deed. Unless the context requires, capitalized terms defined in this deed have the meaning given in the Deed.
2. BioEye Ltd. agrees to become an Investor and to be bound by the terms and conditions of the Deed, and the relevant Term Sheet, as an Investor with effect from the date of this deed and with respect to an amount of US\$450,000.
3. Bioeye Ltd. notice details for the purposes of the Deed and the Register are as follows:

Address: 8 Hatsedef St, POB 277, Hofit 4029500, Israel.

Attention: Mr. Eran Ferri

Email: eran.ferri@bioeye.com

4. This deed is governed by and construed in accordance with the laws of the United States and the State of Texas without regard to conflicts of laws provisions. The parties submit to the exclusive jurisdiction of the state and federal courts in Collin County, Texas and agree to waive all objections to personal jurisdiction, venue and forum non conveniens and any courts which may hear appeals from those courts in respect of any proceedings in connection with this deed.

Executed as a deed.

Executed by: BioEye Ltd.


By: **Eran Ferri, CEO**

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re:))
)	Chapter 7
OVERWATCH DIGITAL HEALTH, INC.,))
)	Case No. _____
Alleged Debtor.))
)	Involuntary Petition
))

**CORPORATE OWNERSHIP STATEMENT FOR COLEPIN PTY. LIMITED AS
TRUSTEE FOR BARRETT AND SONS TRADING CO SUPER FUND**

I, Clive Barrett, hereby declare under penalty of perjury under the laws of the United States that the following is true and correct:

1. I have personal knowledge of the matters set forth in this Statement because I am the Director and Authorized Agent of Colepin Pty. Limited (“Colepin”), the trustee for Barrett and Sons Trading Co Super Fund.
2. There is no corporation (as defined by the Bankruptcy Code) that directly or indirectly own 10% or more of any class of Colepin’s equity interests.

Dated: October _____, 2021



Clive Barrett

Director and Authorized Agent of Colepin Pty.
Limited, Trustee for Barrett and Sons Trading Co
Super Fund

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

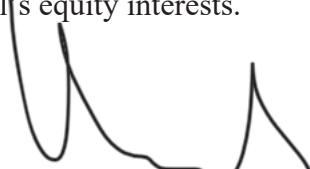
In re:)
OVERWATCH DIGITAL HEALTH, INC.,) Chapter 7
Alleged Debtor.) Case No. _____
) Involuntary Petition
)

**CORPORATE OWNERSHIP STATEMENT
FOR MOSSCO CAPITAL, INC.**

I, Wayne Abramsohn, hereby declare under penalty of perjury under the laws of the United States that the following is true and correct:

1. I have personal knowledge of the matters set forth in this Statement because I am the authorized representative for Mossco Capital, Inc. ("Mossco Capital").
2. Kady Holdings Corp. owns 100% of the equity interests in Mossco Capital.
3. No other corporation (as defined by the Bankruptcy Code) directly or indirectly own 10% or more of any class of Mossco Capital's equity interests.

Dated: October 22, 2021



Wayne Abramsohn